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Charter Commission
Bylaws Work Session #2
March 4, 2021

MINUTES

Start Time: 5:17pm

Attendees

- Charter Commissioners: Debra Porta, Melanie Billings-Yun, Anthony Castaneda, Dave Galat, Amira Streeter, Steven Phan, Becca Uherbelau, Yasmin Ibarra, Bryan Lewis, Salome Chimuku
- Staff: Julia Meier

Purpose & Background

The purpose of this meeting is for the bylaws work group of the Charter Commission to finalize draft bylaws for the full Commission's consideration.

This meeting is a follow up to the first bylaws work session on February 2, 2021. At that meeting, we established a process and timeline for a small group of Charter Commissioners to create draft bylaws. The minutes from that work session are available on the Charter Commission webpage. A couple points to note from the first session:

- Bylaws drafting and adoption are an opportunity for this Charter Commission to define its own ways to conduct itself.
- The Office of Community & Civic Life provided a bylaws template for public advisory bodies to assist in the drafting of bylaws and staff provided charter language about the Charter Commission that may also be relevant for bylaws drafting.

Between the first session and this meeting, members of the bylaws work group broke into three small groups to draft bylaws sections: a group on purpose and bureau relationship; a group on meetings, membership, officers, and subcommittees; and a group on procedures and communications. The groups' proposals are attached to these minutes.

It is also important to distinguish between bylaws and rules of procedure. The Commission may establish both. Bylaws are the written rules and regulations adopted by the Commission to provide a framework for its operations and management. They should include broad rules that are of such importance that they cannot be changed in any way without previous notice and acceptance by the whole body. Rules of procedure relate to the details of the administration of the Commission. They can be specific to an individual meeting. Examples may include whether chat is allowed, time limits on speaking, etc.



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Group 1: Purpose and relationship with bureau

The group's proposal is attached.

Points of clarification/questions:

- The values listed in the purpose section are the values adopted by City Council in summer 2020 for the city
- The public meetings and records section was updated to reflect current Oregon public meetings and public records law

Group 2: Meetings, membership, officers, subcommittees

The group's proposal is attached.

Points of clarification/questions:

- For frequency of meetings, the proposal of eight is a floor that allows flexibility
- Quorum proposal was intended to align with the number needed to advance a recommended Charter amendment to City Council
- Voting proposal is 50% plus one of those attending the meeting
- Idea to expand bureau liaisons to include council offices
- Committee voting was added to ensure accountability
- The proposal for co-chairs means co-chairs working simultaneously
- No time period for rotating co-chairs was included because we don't have a work plan yet
- Goal with rotating co-chairs model is that the typical power held in a chair is shared
- Question about who would assign the bureau liaisons
- Question about whether vacancies should use the original applicant pool vs new recruitment

Group 3: Procedures and communications

The group's proposal is attached.

Points of clarification/questions

- Need to work with the facilitator to create group agreements for meetings
- Group thought Robert's Rules was too restrictive but thought we needed some format or stacking procedure
- Need to clarify how votes will be recorded
- Need the full Commission's thinking around use of technology in general and regarding ADA accommodations
- Public comment section needs to be fleshed out with full Commission
- Question about whether and when a Commission speaks on behalf of the full Commission or themselves and what that means for media relations
- Some of the procedures in the draft might be more appropriately in rules of procedure

Discussion on Draft Bylaws

- Comments
 - There should be some formality, e.g. co-chairs and a motion system
 - If we add a code of conduct, then we need a process by which we will be held accountable including removal
 - Regarding sharing conversations with the public, appreciate transparency about what we hear from community but only sharing with permission – what happens if folks don't feel safe; can we build in some anonymity for folks who don't want to be identified; so general process is known



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- Regarding media, there may be times that Commissioners disagree, and folks don't want to share individual media conversations. Explore this issue more.
- Change "well-functioning" in purpose statement to "equitable"
- Expand purpose to include evaluation of our own process
- Regarding section on ADA accessibility – add a provision that if we are unable to provide then provide documentation about why we couldn't provide ASL or a language translation within a reasonable time
- Clarify the role of the co-chairs
- Group decisions
 - Need to clarify and define quorum and voting, and media related provisions
 - Expand public meeting notice from five to seven days
 - Need a work plan

Next Steps

- Staff will consolidate group proposals into a single document and distribute to the group
- The two workgroups that considered quorum, voting and media relations will meet to eliminate duplication while honoring each group's proposal

End Time 6:50pm



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Proposed language for Charter Commission bylaws

Steven Phan / Melanie Billings-Yun

I. Body created on December 3, 2020, by Council Resolution 37519.

A. Purpose

The purpose of the Portland City Charter Commission is to review the current Portland Charter from an array of perspectives representative of the diversity, needs, and aspirations of our city. The Commission will recommend amendments to the Charter that will support a thriving, just, and well-functioning government reflecting the city's core values of anti-racism, equity, transparency, communication, collaboration, and fiscal responsibility.

B. Sponsor Bureau: OMF/CAO

C. Bureau liaison title: Strategic Projects Manager

D. Advise to: City Council

II. City Role

The Bureau will provide a project manager, facilitator, and other staff to assist the Commission with technical support, internal and external communication, logistics, and administration, and to provide advice to the body as requested. The Bureau will provide public notice of all meetings, post materials to a webpage, and prepare meeting summaries that outline the issues discussed, the areas in which there is agreement, and any remaining issues on which agreement was not reached. The facilitator will facilitate meetings to ensure a safe and welcome environment where all members can participate, and conduct meetings in a manner to foster collaborative decision-making and consensus-building. The facilitator will not act as an advocate for any issue, individual, or interest group.

VIII. Facilitator Role (incorporated into City Role)

X. Public Meetings and Records

Meetings of the full body and subcommittee meetings are open to the public and will be conducted under the provisions of Oregon Public Meetings Law (ORS 192.610-690). The Bureau liaison will provide at least five days' notice to the public regarding the dates, times, locations, and principal subjects of all meetings and at least 24 hours' notice of any special meetings. Members can participate through telephone or other electronic communication. Members are not allowed to deliberate towards a decision over email, as public participation needs to be guaranteed through that process. All records of the Body will be maintained and open to the public according Oregon Public Records Law (ORS 192.311-363).

XI. Amendment of Bylaws

The body may vote, by a majority of members at a meeting of the full body, to amend or repeal these bylaws. The Bureau Director must sign off on the original bylaws and any amendments thereafter. Members have no authority to amend bylaws without approval.

This document is an overview of recommendations for Sections III, IV, and VII. “Yellow” are decision points in the template provided by the City. Clauses in “green” are this subcommittee’s recommendations. “Blue” are reference points for other sections of the bylaws and rules.

III. Frequency of Meetings	
Template	The Body shall meet at least X times each calendar year and as otherwise necessary to conduct its business. Meetings shall be conducted in accordance with the operating procedures specified herein.
Recommendation	The Body shall meet at least 8 times each calendar year and as otherwise necessary to conduct its business. Meetings shall be conducted in accordance with the operating procedures specified herein.
Commentary	<p><i>This is an important number that will serve as the foundation of the attendance policy. If you’re not sure, here’s a tip: If your group meets monthly, 12 is acceptable. You may want to drop it down to 10 if you typically take summers and winter meetings off. Remember, this is the minimum a community member is committing to, not the maximum.</i></p> <p><i>8 is the floor and not the ceiling</i></p> <p><i>Community conversation and outreach are separate from official business</i></p>

In Section IV, a subsection D is added to include vacancy. This may be addressed in another part of the bylaws and rules. The recommendation is a breakdown of the template guidelines for addressing vacancies. Vacancy should be consistent in bylaws.

IV. Membership and Term (A through C with added D: Vacancy Clause)	
Template	<p>Members of advisory bodies are public officials. They must become familiar with rules and responsibilities described at the “Oregon Government Ethics Law - A Guide for Public Officials” (Oregon Government Ethics Commission). Must be a specific number.</p> <p style="text-align: center;"> A. Total membership _____ seats _____ seats for _____ years; _____ seats for _____ years; _____ seats for _____ years. </p>

	<p>B. Terms (select one)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Staggered <input type="checkbox"/> All terms begin/end at the same time <p>C. Term Limits</p> <ol style="list-style-type: none"> 1. Members may serve any number of terms not to exceed eight years of total consecutive service. Completion of an unexpired term does not apply toward the eight year eumulative. 2. At the completion of each term, regardless of term length, incumbents are required to complete notice of intent to continue to serve and discuss mutual benefits of continuing on the Body with the designated bureau staff liaison. 3. Members interested in continuing service beyond eight years must sit out for (select one) <ul style="list-style-type: none"> <input type="checkbox"/> two years (if the body does not have set terms) <input type="checkbox"/> one term of _____ years before reapplying to serve on the same advisory body. <p>Members may not have alternates and all serving members are selected and appointed to full terms. Whether a seat is filled for the remainder of the vacated term or anew will be determined by the appointing entity. If there are vacancies, including if a position becomes vacated during a term, normal recruitment processes should follow. The process includes recruitment applications, vetting and selecting members, and appointment by the Elected-in-Charge (for bodies advising Council) or bureau director (for bodies advising a bureau program or bureau director).</p>
Recommendation	<p>Members of advisory bodies are public officials. They must become familiar with rules and responsibilities described at the “Oregon Government Ethics Law - A Guide for Public Officials” (Oregon Government Ethics Commission). Must be a specific number.</p> <p>A. Total membership of 20 seats</p> <ul style="list-style-type: none"> • Each seat is limited 2 years • Chair may make a motion to extend term time limit for Body for a specified period to complete tasks by majority vote + 1. <p>B. Terms</p> <ul style="list-style-type: none"> • All terms begin/end at the same time December 3, 2020 and

	<p style="text-align: center;">December 3, 2022.</p> <p>C. Limitations</p> <ul style="list-style-type: none"> • Members may not have alternates and all serving members are selected and appointed to full terms. <p>D. Vacancy</p> <ul style="list-style-type: none"> • Whether a seat is filled for the remainder of the vacated term or anew will be determined by the appointing entity. • If there are vacancies, including if a position becomes vacated during a term, normal recruitment processes should follow. • The process includes recruitment applications, vetting and selecting members, and appointment by the Elected-in-Charge (for bodies advising Council) or bureau director (for bodies advising a bureau program or bureau director).
<p>Commentary</p>	<p><i>Term limits may not apply to this body as it only meets every 10 years.</i></p> <p><i>Term limit (2 year). Can we extend our work into accountability?</i></p> <p><i>Alternates are not permitted, but that does not mean that someone can't take notes on another's behalf if the meeting is open to the public.</i></p> <p><i>Members may send communications in the form of testimony if they cannot make it to a meeting. The important aspect is that only a member votes, they cannot send someone to vote in their absence.</i></p> <p><i>Added chair clause in case work is not completed in that time</i></p> <p><i>May need clarify "Chair may make a motion to extend term limit for Body for a specified period to complete tasks by majority vote + 1"</i></p> <p><i>Ideally, we would have a work plan at for the next two years and we will not run over two years; however, extreme events happen and we need to plan for that.</i></p> <p><i>Recommendation for purpose clause: rule after adoption to evaluate the process – form of accountability.</i></p> <p><i>Pull from list of previous of applicants</i></p>

The proceeding section is a continuation of the Section IV. There is separation for the purpose of discussion and flow of document. The extended subsections (F through I) are added clauses to address recommendations from committees, absentee voting, and proxy voting. For the purpose of this document, proxying voting and absentee voting are defined as: Absentee voting is any voting that does not require the voter to be physically present in a meeting in order to cast a vote.

Proxy voting is voting where someone who is present at the meeting casts the vote(s) of some(one) not present, who has given their authority (proxy) to the person present.

IV. Membership and Term (E through F, with G H, and I added clause)	
<p>Template</p>	<p>E. Quorum (select one)</p> <ul style="list-style-type: none"> <input type="checkbox"/> majority: 50 percent +1 or greater number of seats to conduct business <input type="checkbox"/> A specific number ____, per the authority of ____ [must name other law] (Typically these are laws higher than the state, such as federal. This option is extremely rare) <p>Advisory bodies advising an individual rather than Council are not required to have a quorum to deliberate. These bodies may use alternative means to arrive at recommendations.</p> <p>F. Voting (select one)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Consensus voting. majority of seats per ORS 174.130 <input type="checkbox"/> Majority of quorum present per the authority of ____ [must name other law] (Typically these are laws higher than the state, such as federal. This option is extremely rare) <p>A quorum shall be necessary of voting members to make decisions that represent the position of the Body and to fulfill any other responsibilities. Proxy/absentee voting is not allowed.</p>
<p>Recommendation</p>	<p>E. Quorum (select one)</p> <ul style="list-style-type: none"> • 12 seats or greater number of seats to conduct business • A quorum shall be necessary of voting members to make decisions that represent the position of the Body and to fulfill any other responsibilities. <p>F. Voting (select one)</p> <ul style="list-style-type: none"> • 50% plus one <p>G. Committee Voting</p> <ul style="list-style-type: none"> • Advisory bodies or committees requires 50% plus one of assigned seats to deliberate. To move recommendations our of advisory body or committee, group must have 50% plus one of seats in favor.

	<p>H. Absentee voting is allowed. The Chair of the Commission must receive vote from absent member before the beginning of the meeting.</p> <p>I. Proxy voting is not allowed.</p>
<p>Commentary</p>	<p><i>Quorum – 12 votes needed to recommend to council.</i></p> <p><i>Voting: 12 sends it to council, 15 sends it to the ballot.</i></p> <p><i>Consensus voting is being considered. This would allow for more folks to be comfortable with decisions. We will also like to discuss STAR method voting.</i></p> <p><i>Absentee voting - Could we bring this to the larger group? This is outdated and affects those members with full-time work or inconsistent schedules.</i></p> <p><i>Final vote for Charter – all must be present</i></p> <p><i>Proxy voting is a no. Absentee vote must be communicated via email to chair of the commission and designated staff person for the Charter Commission.</i></p> <p>Reason for expulsion – denying quorum</p>

(Blank)

<p>VII. Officers and Subcommittees</p>	
<p>Template</p>	<p>The presiding officers of the Body may consist of positions in sequential presiding order.</p> <ul style="list-style-type: none"> <input type="checkbox"/> Co-Chairpersons (Chair) <input type="checkbox"/> Vice-chairperson(s) (Vice-Chair) <p>Charter Liaison Potential</p> <ul style="list-style-type: none"> <input type="checkbox"/> Coordinating committee (or similar) <input type="checkbox"/> Other _____ <p>and will act as designated leadership appointed by:</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Elected in Charge.

	<ul style="list-style-type: none"> <input type="checkbox"/> Bureau Director. <input type="checkbox"/> Majority vote of members <input type="checkbox"/> Other _____ <p>The designated leadership shall be responsible for conducting the meetings and will be voting members of the advisory body. A presiding officer will be designated at all times. The designated leadership may look to staff liaison to facilitate meetings.</p> <p>The designated leadership will encourage full and safe participation by representatives in all aspects of the process, assist in the process of building consensus, and ensure all participants abide by the Body's operating procedures. The</p> <ul style="list-style-type: none"> <input type="checkbox"/> Chair and the Bureau staff liaison <input type="checkbox"/> Bureau staff liaison <input type="checkbox"/> Other _____ <p>will also serve as liaison between the members of the Body and the City. In consultation with the facilitator (if there is one) and staff liaison, the designated leadership will develop meeting agendas, establish subcommittees if needed, and ensure an efficient advisory process.</p> <p>The Body may divide its members into subcommittees authorized to act on behalf of the full Body for an assigned purpose.</p> <p>For advisory bodies who advise Council, subcommittee meetings are also subject to Oregon Public Meetings Law and must abide by quorum requirements when voting. While subcommittees may engage non-members, only members may vote to approve reports and recommendations to be forwarded to the full Body. When voting, the quorum for subcommittee members is the simple majority of the subcommittee (50% plus 1 or greater number of seats).</p>
<p>Recommendation</p>	<p>The presiding officers of the Body may consist of positions in sequential presiding order.</p> <ul style="list-style-type: none"> • Co-Chairperson(s) (Chair) <ul style="list-style-type: none"> ○ Works with staff to put together an agenda ○ Presiding officer on voting ○ Spokesperson for commission as a body ○ power to create sub-committee • Charter Liaisons to Bureaus <ul style="list-style-type: none"> ○ Subcommittees may designate committee member as

	<p style="text-align: center;">Charter Liaison to Bureau for the purpose of the subcommittee business.</p> <ul style="list-style-type: none"> • Coordinating committee (or similar) • Other _____ <p>The designated leadership shall be responsible for conducting the meetings and will be voting members of the advisory body. A presiding officer(s) will be designated at all times. The designated leadership may look to staff liaison to facilitate meetings.</p> <p>The designated leadership will encourage full and safe participation by representatives in all aspects of the process, assist in the process of building consensus, and ensure all participants abide by the Body’s operating procedures.</p> <p>In consultation with the facilitator (if there is one) and staff liaison, the designated leadership (co-chairpersons) will develop meeting agendas, establish subcommittees if needed, and ensure an efficient advisory process.</p> <p>The Body may divide its members into subcommittees authorized to act on behalf of the full Body for an assigned purpose.</p> <p>For advisory bodies who advise Council, subcommittee meetings are also subject to Oregon Public Meetings Law and must abide by Subcommittee Voting Bylaws in Section IV. While subcommittees may engage non-members, only members may vote to approve reports and recommendations to be forwarded to the full Body. When voting, the quorum for subcommittee members is the simple majority of the subcommittee (50% plus 1 or greater number of seats).</p>
<p>Commentary</p>	<p><i>This section establishes the group’s independence from being controlled by the City. The designated chair may ask for assistance from staff. This is also helpful in the event of confusion, unexpected absences of facilitators, or emergencies that everyone knows a designated person the turn to for direction.</i></p> <p><i>Spokesperson for commission as a body (does not mean that others cannot express their own opinions)</i></p> <p><i>Forming committees (reasonable checks)</i> <i>-must be affirmed by the commission by the voting</i> <i>-at least two commissioners</i> <i>-timeline, role and purpose shall be determined by the commission</i></p>

Chair concerns

- *Overloaded with responsibilities*
- *Concerns about unilateral decision making*

Ideas

- *rotating chair with limits on number of rotations (Skill development frame)*
- *Allows for folks to develop leadership skills*
- *Options: 2 co-chairs every six months or 2 co-chairs with one rotation*

I. General Operating Procedures

A. *Creating a Respectful and Inclusive Space for the Commission*

- *The Commission will develop “group agreements” about how to create an inclusive and welcoming environment during our discussions*
 - *The “group agreements” will be discussed before each meeting in acknowledgement of how meetings will be conducted*

B. Disclosure of Conflicts of Interest [or other connection]

- A public official is required to make an announcement of the nature of a conflict of interest, *either actual or perceived as based in legal standards*, each time the issue giving rise to the conflict of interest is discussed or acted upon.
- The announcement needs to be made on each occasion when the public official is met with the conflict of interest, and the public official must disclose the nature of the conflict of interest.
- For example, an elected member of the City Council would have to make the public announcement one time when met with the conflict of interest, but only one time in each meeting of the City Council. If the matter giving rise to the conflict of interest is raised at another meeting, the disclosure must be made again at that meeting.
- ~~Bureau liaison and/or staff~~ *The notetaker is obligated to record and keep all conflicts of interest that are announced during each meeting. Will Julia or facilitator be taking notes?*
- If it is found that a member did not disclose a conflict of interest, staff must alert the Bureau Director *and other members of the Commission* of the instance as soon as the incidence is known.
- Any potential or actual conflict of interest noted by staff will be included in the recommendation report provided to City Council or other final decision-making body.

A. Meetings will be conducted to foster collaborative decision-making using either:

- ~~Robert’s Rules of Order culminating in a majority vote;~~
 - ~~Applies to vote itself~~
- ~~Consensus Decision Making (including Modified Consensus Decision Making.~~ This option still requires a quorum and a final vote. *Votes of for, against, or abstentions are allowed.*
- *A majority vote will be taken if full consensus is not reached.*
- *Recording of the vote will be taken by the notetaker with the member and how they voted.*
- *This is the process to make a decision:*
 - *Members of the Commission will have an initial conversation about what topics they would like to discuss during the tenure of the Commission*
 - *Before a decision-making discussion is had, an informational or presentation will be help to inform the Commission about the topic*

- *The Commission will then have a discussion about the topic*
 - *Commission members will be able to then make proposals around decision points.*
 - *Those proposals will then be voted on using the process stated above.*
 - *The discussion process will be held through an open dialogue using the stack method. The purpose of this structure is to maintain an open, respectful discussion that fosters full participation and transparency.*
 - *Once the discussion is finalized, members will be asked to take a vote then or schedule a vote for the next meeting.*
- *Use of technology*
 - *Use of the chat function:*
 - *General comments are ok – ex: statements of encouragement – congrats, birthdays, etc.*
 - *Questions and comments must be asked verbally*
 - *don't have full conversations in the chat*
 - *Polling for voting*
 - *Under certain circumstances, polling may be used as a voting method*
 - *ADA accommodations*
 - *When available closed captioning and ASL interpretation will be used for every public meeting*

Suggestion for recognizing:

1. Virtual-Use chat to put self "on stack"-the equivalent of raising a hand.
2. In person-everyone has their name on a card. Raise card to comment.

Both options depend on facilitator tracking stack and/or name card and ensuring people are recognized and invited to comment/speak.

Public Participation

- *The Commission believes in public participation, involvement, engagement, co-creation, and collaboration.*
- *Commission members are permitted to engage community networks outside of public meetings HOWEVER any information obtained from these engagements must be brought back to the full Commission for discussion*
 - *Commission members must disclose from where they obtained the information*
- *Public meetings*
 - *There must be processes set up to have meaningful public involvement during meetings*
 - *Information must be provided with ADA accommodations and for non-English speakers*
 - *The Commission may determine the structure for members of the public to provide comments on proposals*

- *Public comment may be written or verbal – can we have one email where public comment is submitted?*
- *Public comment periods may be held at the end of a discussion*
- *The public will be notified about how to comment on a proposal or topic and when they may do so*

II. Communications

A. Members agree that transparency is essential to all deliberations.

- Advisory body members are required to notify City staff liaison *and the full Commission* of verbal communications with interest groups and all communications with media.
 - *If possible, all media inquiries and appearances will be coordinated by the liaison or staff*
- Members are required to copy the City staff liaison ~~and, when appropriate, the Facilitator, and the co-chairs~~ on all written communications *from media organizations.* ~~from/to interest groups (other than a group specifically represented by a member) commenting on the Body's deliberations.~~
- *Public record communications will be monitored and held by either the staff or the facilitator.*
- *The Commission members will be able to access these public records and comments.*

~~**B. On rare occasions, some advisory bodies may ask or be asked to write position letters to external groups or governments in support or opposition of policy issues that are relevant to the purpose and scope of the Body. This is accomplished by first proposing the position to the Staff Liaison to the advisory body. The Staff Liaison, in partnership with bureau leadership must approve the position before the letter has been drafted. The Staff Liaison and/or bureau leadership must work with the Office of Government Relations if the external communication is with a state, federal or tribal government. This process is required in accordance with Administrative Rule 3.01, which establishes the Office of Government Relations as the central coordinating body for this external intergovernmental outreach.**~~